



ENTERED
04/24/2020

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**ORDER APPROVING FIRST INTERIM FEE APPLICATION
OF AKIN GUMP STRAUSS HAUER & FELD LLP FOR ALLOWANCE
AND PAYMENT OF FEES AND EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
THE PERIOD FROM DECEMBER 3, 2019 THROUGH FEBRUARY 29, 2020**

(Docket No. 1263)

Upon consideration of the *First Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP for Allowance and Payment of Fees and Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from December 3, 2019 through February 29, 2020* (the “Application”)² filed by Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel for the official committee of unsecured creditors (the “Committee”) of Southern Foods Group, LLC, *et al.* (collectively, the “Debtors”), the Court finds that: (a) it has jurisdiction over the matters raised

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

² Capitalized terms not defined herein shall have the meaning set forth in the Application.

in the Application pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the fees and expenses requested are reasonable, necessary, and beneficial to the Debtors' estates and should be allowed; (d) proper and adequate notice of the Application and hearing thereon has been given, no objections to the Application having been filed, and no other or further notice is required; and (e) good and sufficient cause exists for granting the relief herein, after due deliberation upon the Application and all relevant proceedings before the Court in connection with the Application. Therefore, **IT IS HEREBY ORDERED THAT:**

1. Akin Gump shall be allowed interim compensation of fees in the amount of \$3,610,836.00 and reimbursement of expenses in the amount of \$37,756.86 for services rendered on behalf of the Committee for the period of December 3, 2019 to February 29, 2020.
2. The Debtors are authorized to pay Akin Gump and the Committee Members the unpaid portion of all fees and expenses allowed pursuant to this Order.
3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: April 23, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE